

CERTIFICATE OF MERGER

Between

_____ CREDIT UNION, INC.

AND

_____ CREDIT UNION, INC.

We, the undersigned officers of _____ Credit Union, Inc. do hereby certify to the Executive of the Kentucky Office of Financial Institutions and the National Credit Union Administration as follows:

1. That the rd of Directors of the credit union, at a specially called meeting held _____, 19____, at _____, at which a quorum of said Board was present, adopted a resolution approving a merger with _____ Credit Union, Inc. ____ directors voted in favor of the merger proposal. ____ directors voted against the merger. A copy of the Resolution of the Board is hereby attached to this Certificate of Merger.

2. That copies of the Notice of Special Meeting of the Members and Ballot for Merger Proposal, as approved by the Executive Director and Administrator, and copies of the merger plan referred to in the Notice were delivered in person or mailed to each and every member of this credit union in accordance with KRS 290.710 (2).

3. That, pursuant to said Notice, a special meeting of the members of this credit union was duly held at _____, __.m. on _____, 19____ at _____, to consider and act upon the proposal for the merger of the credit union.

4. That the merger proposal and any changes in federally-insured status as set forth in the Merger Agreement and Notice of Special Meeting of the Members were fully explained to the members present at the special meeting.

5. That on the date of the special meeting _____ members were present; of those members present, _____members voted in favor of the merger and _____ voted against the merger; _____ additional written ballots approving the merger were filed, and _____ additional written ballots opposing the merger were filed, and that, without duplication of the written ballot or vote of any member, a majority of the members of this credit union who voted on the proposal approved the merger.

6. That the action of the members of the credit union at the special meeting is fully and completely recorded in the minutes of the meeting and all

written ballots of members are on file with the Secretary/Treasurer of the credit union.

7. That all members who objected to or voted against the merger at the meeting were advised of their right to withdraw their shares at the face value thereof prior to the effective date of the merger.